

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On June 9, 2010, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Order Pursuant to 11 U.S.C. §§ 502(b) and Fed. R. Bankr. P. 3007 Resolving Proofs of Claim Nos. 13776 and 13881 Filed by the New York State Department of Environmental Conservation ("Claims Objection Order Regarding NYSDEC Claims") (Docket No. 20208) [a copy of which is attached hereto as Exhibit C]
- 2) Order Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Administrative Expense Claim Number 18027 Filed by Marc A. Eglin ("Claims Objection Order Regarding Marc A. Eglin Claim") (Docket No. 20209) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors, Equal Employment Opportunity Commission, and Stanley Straughter Resolving Proofs of Administrative Expense Claim Numbers 16728, 16753, and 16754 (Equal Employment Opportunity Commission and Stanley Straughter) (Docket No. 20212) [a copy of which is attached hereto as Exhibit E]
- 4) Stipulation and Agreed Order Resolving Setoff (Key Safety Systems, Inc.) (Docket No. 20224) [a copy of which is attached hereto as Exhibit F]

On June 9, 2010, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 5) Order Pursuant to 11 U.S.C. §§ 502(b) and Fed. R. Bankr. P. 3007 Resolving Proofs of Claim Nos. 13776 and 13881 Filed by the New York State Department of Environmental Conservation ("Claims Objection Order Regarding NYSDEC Claims") (Docket No. 20208) [a copy of which is attached hereto as Exhibit C]

On June 9, 2010, I caused to be served the document listed below upon the party listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Order Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Administrative Expense Claim Number 18027 Filed by Marc A. Eglin ("Claims Objection Order Regarding Marc A. Eglin Claim") (Docket No. 20209) [a copy of which is attached hereto as Exhibit D]

On June 9, 2010, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via postage pre-paid U.S. mail:

- 7) Joint Stipulation and Agreed Order Between Reorganized Debtors, Equal Employment Opportunity Commission, and Stanley Straughter Resolving Proofs of Administrative Expense Claim Numbers 16728, 16753, and 16754 (Equal Employment Opportunity Commission and Stanley Straughter) (Docket No. 20212) [a copy of which is attached hereto as Exhibit E]

On June 9, 2010, I caused to be served the document listed below upon the party listed on Exhibit J hereto via postage pre-paid U.S. mail:

- 8) Stipulation and Agreed Order Resolving Setoff (Key Safety Systems, Inc.) (Docket No. 20224) [a copy of which is attached hereto as Exhibit F]

Dated: June 14, 2010

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 14th day of June, 2010, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Nancy Santos

Commission Expires: 1/2/14

EXHIBIT A

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EXHIBIT B

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EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
In re : Chapter 11
:
DPH HOLDINGS CORP., et al. : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
----- x

ORDER PURSUANT TO 11 U.S.C. §§ 502(b) AND FED. R. BANKR. P. 3007
RESOLVING PROOFS OF CLAIM NOS. 13776 AND 13881 FILED BY THE
NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL
CONSERVATION

("CLAIMS OBJECTION ORDER REGARDING
NYSDEC CLAIMS")

Upon the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), filed by Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and upon the New York State Department of Environmental Conservation's ("NYSDEC") Response To Debtors' Third Omnibus Claims Objection To Proofs Of Claim Nos. 13776 And 13881 (Docket No. 5734) (the "Response"); and upon the Reorganized Debtors' Supplemental Reply To Responses Of Certain Claimants To Debtors' Objections To Proofs Of Claim Nos. 13776 And 13881 Filed By The New York State Department Of Environmental Conservation (Docket No. 19600) (the

"Supplemental Reply"); and upon the Supplemental Response Of The New York State Department Of Environmental Conservation In Opposition To Reorganized Debtors' Supplemental Reply To Responses Of Certain Claimants To Debtors' Objections To Proofs Of Claim Nos. 13776 And 13881 (Docket No. 19683); and upon the Statement Of GM Components Holdings LLC Regarding Claims Objection Between Reorganized Debtors And The New York Department Of Environmental Conservation (Docket No. 19806); and upon the Reorganized Debtors' Response To The Statement Of GM Components Holding LLC Regarding Claims Objection Between Reorganized Debtors And The New York State Department Of Environmental Conservation (the "Response to Components Statement") (Docket No. 19887); and upon the Response Of The New York State Department Of Environmental Conservation To The Statement Of GM Components Holding LLC Regarding Claims Objection Between Reorganized Debtors And The New York State Department Of Environmental Conservation (Docket No. 19905); and upon the Reply Statement of GM Components Holdings LLC Regarding Claims Objection Between Reorganized Debtors and the New York Statement Department of Environmental Conservation (Docket No. 19924) (together with the above pleadings, the "Pleadings"); and upon the record of the April 23, 2010 sufficiency hearing held on the Third Omnibus Claims Objection with respect to proofs of claim numbers 13776 and 13881; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

A. Proof of claim number 13776 seeks the recovery of past and future investigation and remediation costs associated with the property located at 1000 Lexington Ave.,

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

Rochester, New York (the "Rochester Facility"). Specifically, the claim asserts an administrative expense claim in the amount of \$9,955,768 for future investigation and remediation costs (the "Future Costs Portion of Claim No. 13776"). It also seeks recovery of \$6,906.47 in oversight costs incurred by NYSDEC in connection with the Rochester Facility (the "Past Costs Portion of Claim No. 13776"). The Past Costs Portion of Claim No. 13776 asserts that NYSDEC incurred \$2,459.20 prior to the commencement of the Reorganized Debtors' bankruptcy proceedings and \$4,447.27 after the filing of the Debtors' bankruptcy petition and before the effective date of the Modified Plan.²

B. Proof of claim number 13881 seeks the recovery of past and future investigation and remediation costs associated with the property located at 200 Upper Mountain, Lockport, New York (the "Lockport Facility"). Specifically, the claim asserts an administrative expense claim in the amount of \$405,000 for future investigation and remediation costs at the Lockport Facility (the "Future Costs Portion of Claim No. 13881" and, collectively with the Future Costs Portion of Claim No. 13776, the "Future Cost Portions of the New York Claims"). It also seeks recovery of \$2,031.39 in oversight costs incurred by NYSDEC in connection with the Lockport Facility (the "Past Costs Portion of Claim No. 13881" and collectively with the Past Costs Portion of Claim No. 13776, the "Past Cost Portions of the New York Claims"). The Past Costs Portion of Claim No. 13881 asserts that NYSDEC incurred \$1,585.39 prior to the commencement of the Reorganized Debtors' bankruptcy proceedings and \$446 after the filing of the Debtors' bankruptcy petition and before the effective date of the Modified Plan.

² Capitalized terms used and not otherwise defined herein shall have the meanings subscribed to them in the Response to Components Statement (Docket No. 19887).

C. The Third Omnibus Claims Objection and Supplemental Reply sought the disallowance and expungement of the Future Cost Portions of the New York Claims.

D. NYSDEC, the holder of proofs of claim numbers 13776 and 13881, was properly and timely served with a copy of the Third Omnibus Claims Objection, a personalized Notice Of Objection To Claim, a copy of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the proposed order with respect to the Third Omnibus Claims Objection, and the notice of the deadline for responding to the Third Omnibus Claims Objection.

E. NYSDEC timely filed the Response to the Third Omnibus Claims Objection.

F. On February 18, 2010, the Reorganized Debtors filed the Notice Of Sufficiency Hearing With Respect To Debtors' Objections To Proofs Of Claim Nos. 6991, 7054, 9221, 10830, 10959, 10960, 11375, 11643, 11644, 11892, 11911, 11983, 11985, 11988, 11989, 12147, 12833, 13776, 13881, 14019, 14020, 14022, 14023, 14024, 14025, 14026, 14370, 14825, 14826, 16967, 18265, 18422, 18603, 18614, 19162, 19543, And 19545 (Docket No. 19504) (the "Sufficiency Hearing Notice").

G. Upon the request of GM Components Holdings, LLC ("Components"), the sufficiency hearing with respect to proofs of claims numbers 13776 and 13881 was adjourned so that Components could be heard on the matter.

H. Components was properly and timely served with the pleadings filed by the Reorganized Debtors and NYSDEC regarding the objection to proofs of claim numbers

13776 and 13881. Components filed two pleadings seeking relief from this Court in the form of a clarification of Components' environmental obligations under the Court's Modification Order.

I. NYSDEC was properly and timely served with the Sufficiency Hearing Notice, the Supplemental Reply, and the Response to Components Statement.

J. This Court has jurisdiction over the contested matters set forth in the Pleadings and over the interpretation of the Modification Order pursuant to 28 U.S.C. §§ 157 and 1334. The Pleadings are core proceedings under 28 U.S.C. § 157(b)(2). Venue of these cases and the Pleadings in this district is proper under 28 U.S.C. §§ 1408 and 1409.

K. Pursuant to this Court's Modification Order and consistent with the ruling on the record from the April 23, 2010 hearing, Components is responsible for conducting the future investigation and remediation activities required with respect to the Rochester and Lockport Facilities in accordance with applicable environmental laws to the same extent as Debtors were responsible prior to the transfer of the Facilities under the Modified Plan. Accordingly, the costs that NYSDEC seeks to recover in the Future Cost Portions of the New York Claims shall be the responsibility of Components going forward, and NYSDEC does not, at this time, have a valid claim to recover such costs against the Debtors or Reorganized Debtors. Accordingly, the Future Cost Portions of the New York Claims shall be disallowed and expunged in their entirety subject to NYSDEC's right to seek reconsideration of these portions of proofs of claim numbers 13776 and 13881 under 11 U.S.C. § 502(j) and the Reorganized Debtors' right to challenge any such request for reconsideration on any basis whatsoever.

L. The Reorganized Debtors do not contest the Past Cost Portions of the New York Claims.

M. The relief requested in the Third Omnibus Claims Objection and the Supplemental Reply is in the best interests of the Reorganized Debtors, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

1. The Future Cost Portions of the New York Claims are hereby disallowed and expunged in their entirety, subject to NYSDEC's right to seek reconsideration under 11 U.S.C. § 502(j) in the event that Components either refuses (under color of a court order or otherwise) or is unable to perform its obligations to conduct investigation and remediation activities as set forth in the Modification Order, this Order and the Court's April 23, 2010 bench ruling; provided, however, that the Reorganized Debtors shall have the right to challenge any such request for reconsideration on any basis whatsoever and that such right to seek reconsideration shall not apply in the event of a dispute between NYSDEC and Components with respect to required cleanup levels or timing.

2. The Past Cost Portions of the New York Claims shall be allowed as followed:

- (a) On proof of claim 13776, NYSDEC shall have an allowed administrative expense claim in the amount of \$4,447.27 for oversight costs incurred by NYSDEC at the Rochester Facility after the filing of the Debtors' bankruptcy petitions and before the effective date of the Modified Plan;
- (b) On proof of claim 13776, NYSDEC shall have a general unsecured, non-priority unsecured claim in the amount of \$2,459.20 for oversight costs incurred by NYSDEC at the Rochester Facility prior to the filing of the Debtor's bankruptcy petitions.
- (c) On proof of claim 13881, NYSDEC shall have an allowed administrative expense claim in the amount of \$446 for oversight costs incurred by NYSDEC at the Lockport Facility after the filing of the Debtors' bankruptcy petitions and before the effective date of the Modified Plan;

(d) On proof of claim 13881, NYSDEC shall have a general unsecured, non-priority unsecured claim in the amount of \$1,585.39 for oversight costs incurred by NYSDEC at the Lockport Facility prior to the filing of the Debtor's bankruptcy petitions.

3. Under the Modification Order and consistent with the ruling on the record at the conclusion of the April 23, 2010 hearing, Components is responsible for the investigation and remediation of environmental contamination that is present at, on, or under, or that is migrating or has previously migrated from the Rochester and Lockport Facilities in accordance with applicable environmental laws (in addition to any liability therefore that it may have as the new owner) to the same extent as and coextensive with Debtors' responsibilities to NYSDEC prior to the transfer of the Facilities under the Modified Plan and in the continuum of the existing investigations and remediation that were owed to the NYSDEC by the Debtors or Reorganized Debtors as applicable.

4. Entry of this order is without prejudice to the Reorganized Debtors' right to object to any other claims, as such term is defined in 11 U.S.C. § 101(5) (each, a "Claim"), in these chapter 11 cases, or to further object to Claims that are the subject of the Third Omnibus Claims Objection, on any grounds whatsoever.

5. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of Claims subject to the Third Omnibus Claims Objection and the Supplemental Reply to hear and determine all matters arising from the implementation of this order.

6. Kurtzman Carson Consultants LLC is hereby directed to serve this order

in accordance with the Claims Objection Procedures Order.

Dated: White Plains, New York
June 1, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
In re : Chapter 11
:
DPH HOLDINGS CORP., et al. : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
----- x

ORDER PURSUANT TO 11 U.S.C. § 503(b) AND FED. R. BANKR. P. 3007
DISALLOWING AND EXPUNGING ADMINISTRATIVE EXPENSE CLAIM
NUMBER 18027 FILED BY MARC A. EGLIN

("CLAIMS OBJECTION ORDER REGARDING
MARC A. EGLIN CLAIM")

Upon the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection" or the "Objection"), by which DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), successors to Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to administrative expense claim number 18027 filed by

Marc A. Eglin (the "Claimant"); and upon Claimant's response to the Forty-Third Omnibus Claims Objection (Docket No. 19512) (the "Response"); and upon the Reorganized Debtors' Supplemental Reply To Response Of Claimant To Reorganized Debtors' Objection To Proof Of Administrative Expense Claim Number 18027 Filed By Marc A. Eglin (Docket No. 20003) (the "Supplemental Reply"); and upon the record of the May 20, 2010 sufficiency hearing held on the Objection to administrative expense claim number 18027; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

A. Marc A. Eglin, the holder of administrative expense claim number 18027, was properly and timely served with a copy of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the Order Pursuant To 11 U.S.C. §§ 105(a) And 503(b) Authorizing Debtors To Apply Claims Objection Procedures To Address Contested Administrative Expense Claims (Docket No. 18998) (the "Administrative Claims Procedures Order"), the proposed order with respect to the Forty-Third Omnibus Claims Objection, and notice of the deadline for responding to the Forty-Third Omnibus Claims Objection.

B. The Claimant submitted the Response to the Forty-Third Omnibus Claims Objection.

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Forty-Third Omnibus Claims Objection.

C. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

D. On April 22, 2010, the Reorganized Debtors filed the Notice Of Sufficiency Hearing With Respect To Reorganized Debtors' Objections To Proofs Of Claim Nos. 16898, 17094, 18027 And 19543 (Docket No. 19928) (the "Sufficiency Hearing Notice").

E. The Claimant was properly and timely served with a copy of the Sufficiency Hearing Notice and the Supplemental Reply.

F. This Court has jurisdiction over the Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Objection is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.

G. For the reasons stated by this Court at the May 20, 2010 hearing, the Claimant has failed to sufficiently plead a prima facie claim; therefore, administrative expense claim number 18027 should be disallowed and expunged in its entirety.

H. The relief requested in the Forty-Third Omnibus Claims Objection is in the best interests of the Reorganized Debtors, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Administrative expense claim number 18027 is hereby disallowed and expunged in its entirety.

2. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors or the Reorganized Debtors.

3. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of Claims subject to the Forty-Third Omnibus Claims Objection to hear and determine all matters arising from the implementation of this order.

4. Each Claim and the objection by the Reorganized Debtors to each Claim addressed in the Forty-Third Omnibus Claims Objection constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to the Claim addressed hereby. Any stay of this order shall apply only to the contested matter which involves such Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered by the Forty-Third Omnibus Claims Objection.

5. Kurtzman Carson Consultants LLC is hereby directed to serve this order in accordance with the Claims Objection Procedures Order and the Administrative Claims Procedures Order.

Dated: White Plains, New York
June 1, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

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- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	----- x
In re	:
DPH HOLDINGS CORP., <u>et al.</u> ,	: Chapter 11
Reorganized Debtors.	: Case No. 05-44481 (RDD)
	: (Jointly Administered)
	----- x

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, EQUAL EMPLOYMENT OPPORTUNITY COMMISSION, AND
STANLEY STRAUGHTER RESOLVING PROOFS OF ADMINISTRATIVE
EXPENSE CLAIM NUMBERS 16728, 16753, AND 16754

(EQUAL EMPLOYMENT OPPORTUNITY COMMISSION
AND STANLEY STRAUGHTER)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), the Equal Employment Opportunity Commission (the "EEOC"), and Stanley Straughter ("Straughter" together with the Reorganized Debtors and the EEOC, the "Parties"), respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Equal Employment Opportunity Commission, and Stanley Straughter Resolving Proofs Of Administrative Expense Claim Numbers 16728, 16753, and 16754 (Equal Employment Opportunity Commission and Stanley Straughter) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about October 18, 2007, the EEOC filed proof of administrative expense claim number 16728 against Delphi, which asserts an unliquidated administrative expense claim stemming from alleged violations of the Americans with Disabilities Act.

WHEREAS, on October 26, 2007, the Debtors objected to proof of administrative expense claim number 16728 pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation,

Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject to Prior Orders (Docket No. 10738) ("Twenty-Second Omnibus Claims Objection").

WHEREAS, on November 26, 2007, the EEOC filed the United States Of America's Response To Debtor's Objection To The Claim Of The Equal Employment Opportunity Commission (Docket No. 11072) (the "Twenty-Second Omnibus Response").

WHEREAS, the claims register reflects the filing on or about December 18, 2007 of proof of administrative expense claim number 16753, which appears to be a duplicate of proof of administrative expense claim number 16728 (proofs of administrative expense claim numbers 16728 and 16753 are collectively referred to herein as the "EEOC Claims").

WHEREAS, on or about December 18, 2007, Straughter filed proof of administrative expense claim number 16754 (and together with proofs of administrative expense claim numbers 16728 and 16753, the "Proofs of Claim") against Delphi, which asserts an unliquidated administrative expense claim (the "Straughter Claim" and together with the EEOC Claims, the "Claims") stemming from alleged violations of the Americans with Disabilities Act.

WHEREAS, on February 15, 2008, the Debtors objected to the Straughter Claim and proof of administrative expense claim 16753 pursuant to the Debtors' Twenty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification And Modified Claim Asserting Reclamation (Docket No. 12686) (the "Twenty-Sixth Omnibus Claims Objection").

WHEREAS, on March 14, 2008, the EEOC filed the United States Of America's Response To Debtors' Objection To The Claim Of The Equal Employment Opportunity

Commission (16753) And The Claim Of Stanley N. Straughter (16754) (Docket No. 13121) (the "Twenty-Sixth Omnibus Response" and together with the Twenty-Second Omnibus Response, the "Responses").

WHEREAS, in the Twenty-Sixth Omnibus Response, the EEOC stated that although it does not represent Straughter, it filed a response to the Debtors' objection to the Straughter Claim to protect the EEOC's interests.

WHEREAS, the Reorganized Debtors satisfied the Claims pursuant to an agreement among the Parties; specifically, a consent decree entered into by Delphi and the EEOC in the matter of *Equal Employment Opportunity Commission v. Delphi Corp.*, No. 07-cv-6470 (MAT) (MWP) (W.D.N.Y.).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Twenty-Second Omnibus Claims Objection and the Twenty-Sixth Omnibus Claims Objection with respect to the Claims, the Parties entered into this Stipulation, pursuant to which they agreed that the Claims will be deemed withdrawn with

prejudice because the Claims have been satisfied in full.

NOW, THEREFORE, the Parties stipulate and agree as follows:

1. The Claims are hereby deemed withdrawn with prejudice.
2. The Responses are hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 1st day of June, 2010

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

PREET BHARARA
United States Attorney for the
Southern District of New York

/s/ John K. Lyons

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Reorganized Debtors

/s/ Joseph N. Cordaro

BY: Joseph N. Cordaro
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Commission

/s/ Stanley N. Straughter

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EXHIBIT F

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
Reorganized Debtors. : (Jointly Administered)

**STIPULATION AND AGREED ORDER RESOLVING SETOFF
(KEY SAFETY SYSTEMS, INC.)**

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned case (collectively, the "Reorganized Debtors"), including DPH-DAS LLC as successor to Delphi Automotive Systems LLC and DPH Mechatronic Systems, LLC as successor to Delphi

Mechatronic Systems, Inc. ("Delphi Mechatronic"), and Key Safety Systems, Inc. & Subsidiaries ("KSSI") respectfully submit this Stipulation And Agreed Order, as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Court"); and

WHEREAS, on January 31, 2006, KSSI filed proof of claim number 1790 against Delphi Corporation, asserting an unsecured non-priority claim in the amount of \$195,077.21 for (i) goods sold and (ii) for the Reclamation Demand (collectively, the "Claim"); and

WHEREAS, on January 4, 2008, this Court entered a Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1790 (Key Safety Systems, Inc.) (Docket No. 12493) resolving the Claim as a general unsecured non-priority claim in the amount of \$82,475.98 (the "Allowed Claim"); and

WHEREAS, on January 31, 2006, KSSI exercised a triangular setoff by deducting \$195,077.21 from a payment due to Delphi Mechatronic (the "Unpaid Receivable"); and

WHEREAS, on November 5, 2009, KSSI received cure payments from the Debtors totaling \$21,196.29 (the "Cure Payments") in connection with certain purchase orders.

NOW, THEREFORE, the Reorganized Debtors and KSSI stipulate and agree as follows:

1. KSSI shall make a wire payment to Delphi Automotive Systems, LLC in the aggregate amount of \$120,000.00 on account of the Unpaid Receivable in two equal installments, which payment shall be in full and final satisfaction of the \$195,077.21 that the

Reorganized Debtors claim is owed to Delphi Automotive Systems, LLC on account of the Unpaid Receivable. The first installment of \$60,000.00 shall be wired within 30 days of entry of this Stipulation and Agreed Order. The second installment of \$60,000.00 shall be wired within 150 days of entry of this Stipulation and Agreed Order.

2. The wire transfer instructions that KSSI is authorized to use to implement the foregoing two installment payments to Delphi Automotive Systems, LLC, is as follows:

Bank:	JPMorgan Chase Bank
Address:	1 Chase Manhattan Plaza
City, State:	New York, NY 10005
County:	USA
Swift:	CHASUS33
ABA Routing:	021000021
In Favor of:	Delphi Mechatronic Systems
Account #:	1113935

3. The Allowed Claim shall be reduced by the amount of the Cure Payments, shall be allowed in the amount of \$61,279.69, and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC, in accordance with the terms of the Debtors' First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17030).

4. This Court shall retain original and exclusive jurisdiction to adjudicate any

disputes arising from or in connection with this Amended Stipulation and Agreed Order.

So Ordered in White Plains, New York, this 7th day of June, 2010.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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Reorganized Debtors

EXHIBIT G

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Weil Gotshal & Manges LLP	Robert J Lemons	767 Fifth Avenue		New York	NY	10153

EXHIBIT H

Pg 57 of 61
DPH Holdings Corp.
Special Parties

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EXHIBIT I

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EXHIBIT J

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